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FOGLE & FOGLE, P. A.
ATTORNEYS AT LAW

J. DANA FOGLE
CORPORATION & BUSINESS LAW
REAL PROPERTY LAW
REGISTERED GENERAL PRACTICE

ALICE M. FOGLE
MARITAL & FAMILY LAW

January 27, 1997

917 EAST PLYMOUTH AVENUE
POST OFFICE BOX 817
DELAND, FLORIDA 32721-0817

(904) 704-4215
FAX (904) 704-7419

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Incorporation of McPHAIL APPRAISAL
SERVICES, INC.

Dear Sir or Madam:

Enclosed herewith is an original and one copy of the proposed Articles of Incorporation and Designation of Registered Agent for McPHAIL APPRAISAL SERVICES, INC.

Also enclosed is my check in the amount of \$122.50 representing the following:

Filing Fee	\$35.00
Registered Agent Certificate	52.50
Certified copy of Charter and of Registered Agent Certificate	35.00

Thank you very much for your assistance.

Sincerely,

J. Dana Fogle

J. Dana Fogle

JDF/js
Enclosures

RECEIVED
1-29-97

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PH
2/5/97

ARTICLES OF INCORPORATION
OF
McPHAIL APPRAISAL SERVICES, INC.

FILED

97 FEB -3 PM 12:42

SEC. OF STATE
TALLAHASSEE, FLORIDA

I, MICHAEL L. McPHAIL, being of legal age do hereby authorize the formation of a corporation under the laws of the State of Florida.

EFFECTIVE DATE

1-29-97

ARTICLE I

The name of this corporation shall be McPHAIL APPRAISAL SERVICES, INC.

ARTICLE II.

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE III.

GENERAL NATURE OF BUSINESS

The general nature of business to be transacted by this corporation is the appraisal of residential and commerical properties, and to engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV.

CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 100 shares fully paid, \$1.00 par value common stock. Common stock of the corporation shall be issued as "small business corporation" stock

in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1954, as amended.

ARTICLE V.

INITIAL DIRECTORS

The business of the corporation shall be managed by the Stockholders rather than by the Board of Directors of this corporation.

ARTICLE VI.

STREET AND MAILING ADDRESS OF INITIAL REGISTERED

OFFICE AND NAME OF INITIAL REGISTERED AGENT

The initial street and mailing address of the principal place of business of said corporation is 105 W. Wisconsin Ave., Suite 205, DeLand, Florida 32720. The initial resident agent is MICHAEL L. MCPHAIL.

ARTICLE VII

SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is:

MICHAEL L. MCPHAIL
4050 Park Ave.
DeLand, Fl. 32720

ARTICLE VIII.

COMMENCEMENT OF CORPORATE EXISTENCE

This corporation shall commence to exist on January 29, 1997.

IN WITNESS WHEREOF, I, MICHAEL L. MCPHAIL, being the original subscriber to the capital stock hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of the State of Florida, do

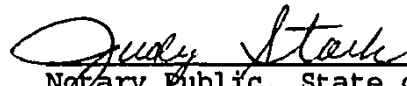
make and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 29 day of January, 1997.


MICHAEL L. MCPHAIL

STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared MICHAEL L. MCPHAIL, to me well known to be the person who executed the foregoing Certificate of Incorporation and he acknowledged before me that he executed same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this 29 day of January, 1997.


Notary Public, State of Florida
My commission expires:



JUDY STARK
MY COMMISSION # CC336110 EXPIRES
January 24, 1998
BONDED TRULY TRUST INSURANCE, INC.

**CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHICH
PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: That McPHAIL APPRAISAL SERVICES, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of DeLand, County of Volusia, State of Florida, has named MICHAEL L. McPHAIL, located at 4050 Park Ave., DeLand, Florida 32720, as its agent to accept service of process within this State.

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TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


MICHAEL L. McPHAIL